

EXHIBIT Q

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CANCELLATION OF "KM & ASSOCIATES INTERNATIONAL, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2008, AT 11:05 O'CLOCK A.M.

3132352 8100

080890318

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6805529

DATE: 08-21-08

Corporate Exhibit 3
Deponent Kandas
Date 8/18/10 Pg 1 of 26
Samantha Avenaim CSR10627

KKC 001

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:28 AM 08/21/2008
FILED 11:05 AM 08/21/2008
REV 080890310 - 3132132 FILE

**STATE OF DELAWARE
CERTIFICATE OF CANCELLATION**

1. The name of the limited liability company is _____
RM & ASSOCIATES INTERNATIONAL, LLC
2. The Certificate of Removal of the limited liability company was filed on _____
11-29-1999

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Cancellation this 20TH day of AUGUST, A.D. 2008.

By: /s/ KEVIN KONDAS
Authorized Person(s)

Name: KAVIN KONDAS
Print or Type

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CANCELLATION OF "RM & ASSOCIATES INTERNATIONAL, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2008, AT 11:05 O'CLOCK A.M.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6805529

DATE: 08-21-08

KKC 003

Division of Corporations - General Information - Entity Details

Page 1 of 1

[Frequently Asked Questions](#) [View Search Results](#) [Summary of Charges](#) [Logout](#)

Entity Details

File Number: 3132352 **Incorporation Date /
Formation Date:** 11/29/1999
(mm/dd/yyyy)

Entity Name: KM & ASSOCIATES INTERNATIONAL, LLC

Entity Kind: LIMITED
LIABILITY
COMPANY
(LLC) **Entity Type:** GENERAL

Residency: DOMESTIC **State:** DE

Status: CANCELLED **Status Date:** 08/21/2008

TAX INFORMATION

Last Annual Report Filed: NO REPORTS
ON FILE **Tax Due:** \$ 0.00

Annual Tax Assessment: \$ 250.00 **Total Authorized Shares:** 0

REGISTERED AGENT INFORMATION

Name: THE COMPANY CORPORATION

Address: 2711 CENTERVILLE ROAD SUITE 400

City: WILMINGTON **County:** NEW CASTLE

State: DE **Postal Code:** 19808

Phone: (302)536-5440

FILING HISTORY (Last 5 Filings)

| Seq | Document Code | Description | No. of Pages | Filing Date (mm/dd/yyyy) | Filing Time | Effect/ea Date (mm/dd/yyyy) |
|-----|---------------|-----------------|-----------------|-----------------------------|-------------|-----------------------------------|
| 1 | 17203 | Cancellation | 1 | 08/21/2008 | 11:05 | 08/21/2008 |
| 2 | 0102Y | Register L.L.C. | 1 | 11/29/1999 | 09:00 | 11/29/1999 |



To contact a Delaware Online Agent [click here](#).

KKC 004

Delaware

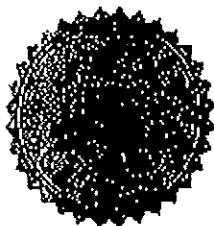
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KM & ASSOCIATES INTERNATIONAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KM & ASSOCIATES INTERNATIONAL, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4036948

3132352 8300

050602207

DATE: 07-21-05

KKC 005

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/22/1999
991506613 - 3134352

CERTIFICATE OF FORMATION

OF


KM & ASSOCIATES INTERNATIONAL, LLC
A LIMITED LIABILITY COMPANY

FIRST: The name of the limited liability company is:

KM & ASSOCIATES INTERNATIONAL, LLC

SECOND: Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is THE COMPANY CORPORATION.

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this twenty-ninth day of November, A.D. 1999.



Authorized Person
Theresa A Plourde

KKC 006

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "KM & ASSOCIATES INTERNATIONAL, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3132352 8100

991506613

AUTHENTICATION: 0109488

DATE: 12-01-99

KKC 007

The Company Corporation

November 29, 1999

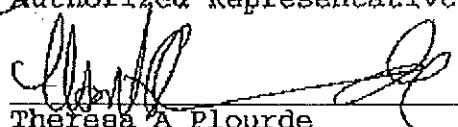
RE: KM & ASSOCIATES INTERNATIONAL, LLC

(a limited liability company formed under
the laws of the State of Delaware)

STATEMENT OF RESIGNATION AND CONCLUDED PARTICIPATION

Solely for your convenience and to expedite the filing of the formation document for the above named company, CSC or one of its affiliates has caused the said formation document to be signed by our employee(s). We and our employee(s) do not have, and have never had, any other connection with the said company. The conclusion of our participation in this said company's formation is effective at the moment of the said company's formation. In the event that our signing results in our being regarded as a member and/or manager of the said company, this statement constitutes the resignation of our said employee(s) from those capacities effective at the moment of said company's formation.

By: 
Authorized Representative

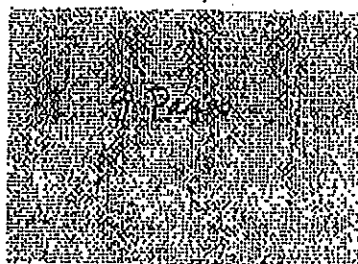

Theresa A Plourde
Organizer/Employee

1013 Centre Road
Wilmington, DE 19805 U.S.A.

(800) 877-4224
(302) 636-5440
FAX: (302) 636-5454

INFO@CORPORATE.COM
WWW.CORPORATE.COM

KKC 008



PAGE

LIMITED LIABILITY COMPANY OPERATING AGREEMENT
For KM & ASSOCIATES INTERNATIONAL, LLC
A Manager-Managed Limited Liability Company

THIS LIMITED LIABILITY COMPANY AGREEMENT (the Agreement) is made and entered into this Second day of December, 1999 by Dr. Kevin R. Kondas, Ms. Mira Meltzer and Mr. T. Robert Minton and each individual or business entity later subsequently admitted to the Company. These individuals and/or business entities shall be known as and referred to as "Members" and individually as a "Member."

{ Kevin R. Kondas, Mira Meltzer, T. Robert Minton }

As of this date the Members, through their agent, The Company Corporation of Wilmington, Delaware, have formed the KM & Associates International Limited Liability Company, named above under the laws of the State of Delaware. Accordingly, in consideration of the conditions contained herein, they agree as follows:

ARTICLE 1

Company Formation and Registered Agent

1.1 **FORMATION.** The Members hereby form a Limited Liability Company ("Company") subject to the provisions of the Limited Liability Company Act as currently in effect as of this date. A Certificate of Formation shall be filed with the Secretary of State.

1.2 **NAME.** The name of the Company shall be: KM & Associates International, LLC

1.3 **REGISTERED OFFICE AND AGENT.** The location of the registered office of the Company shall be: The Company Corporation, 2711 Centerville Road, Suite 400, Wilmington DE 19808; Registered Agent: 9018442.

1.4 **TERM.** The Company shall continue for a period < Thirty (30) years > unless dissolved by:

(a) Members whose capital interest as defined in Article 2.2 exceeds fifty (50) percent vote for dissolution; or (b) Any event which makes it unlawful for the business of the Company to be carried on by the Members; or

(c) The death, resignation, expulsion, bankruptcy, retirement of a Member or the occurrence of any other event that terminates the continued membership of a Member of the Company; or (d) Any other event causing a dissolution of a Limited Liability Company under the laws of Delaware.

1.5 CONTINUANCE OF COMPANY. Notwithstanding the provisions of ARTICLE 1.4, in the event of an occurrence described in ARTICLE 1.4(c), if there are at least two remaining Members, said remaining Members shall have the right to continue the business of the Company. Such right can be exercised only by the unanimous vote of the remaining Members within ninety (90) days after the occurrence of an event described in ARTICLE 1.4(c). If not so exercised, the right of the Members to continue the business of the Company shall expire.

1.6 BUSINESS PURPOSE. The purpose of the Company is to engage in any lawful act or activity for which a Limited Liability Company may be formed under the Limited Liability Law of the State of Delaware.

1.7 PRINCIPAL PLACE OF BUSINESS. The location of the principal place of business of the Company shall be in and around the Washington, D.C. area or at such other place as the Managers from time to time select.

1.8 THE MEMBERS. The name and place of residence of each member are contained in Exhibit 2, attached to this Agreement.

1.9 ADMISSION OF ADDITIONAL MEMBERS. Except as otherwise expressly provided in the Agreement, no additional members may be admitted to the Company through issuance by the company of a new interest in the Company without the prior unanimous written consent of the Members.

ARTICLE 2

Capital Contributions

2.1 INITIAL CONTRIBUTIONS. The Members initially shall contribute to the Company capital as described in Exhibit 3 attached to this Agreement. The agreed value of such property and cash is \$ < 300.00 > Three Hundred US Dollars or \$100.00 from each of the three Members. Any "Buyout" and/or Dissolution of the LLC will be one-third (1/3rd) of the Initial Contributions:

2.2 ADDITIONAL CONTRIBUTIONS. Except as provided in ARTICLE 6.2, no Member shall be obligated to make any additional contribution to the Company's capital.

ARTICLE 3
Profit, Losses and Distributions

3.1 PROFITS/LOSSES. For financial accounting and tax purposes the Company's net profits or net losses shall be determined on an annual basis and shall be allocated to the Members in proportion to each Member's relative capital interest in the Company as set forth in Exhibit 2 as amended from time to time in accordance with Treasury Regulation 1.704-1.

3.2 DISTRIBUTIONS. The Members shall determine and distribute available funds annually or at more frequent intervals as they see fit. Available funds, as referred to herein, shall mean the net cash of the Company available after appropriate provision for expenses and liabilities, as determined by the Managers. Distributions in liquidation of the Company or in liquidation of a Member's interest shall be made in accordance with the positive capital account balances pursuant to Treasury Regulation 1.704-1(b)(2)(i)(b)(2). To the extent a Member shall have a negative capital account balance, there shall be a qualified income offset, as set forth in Treasury Regulation 1.704-1(b)(2)(i)(d).

ARTICLE 4
Management

4.1 MANAGEMENT OF THE BUSINESS. The name and place of residence of each Manager is attached as Exhibit 1 of this Agreement. By a vote of the Members holding a majority of the capital interests in the Company, as set forth in Exhibit 2 as amended from time to time, shall elect so many Managers as the Members determine, but no fewer than one, with one Manager elected by the Members as Chief Executive Manager.

4.2 MEMBERS. The liability of the Members shall be limited as provided under the laws of the <Delaware> Limited Liability statutes. Members that are not Managers shall take no part whatever in the control, management, direction, or operation of the Company's affairs and shall have no power to bind the Company. The Managers may from time to time seek advice from the Members, but they need not accept such advice, and at all times the Managers shall have the exclusive right to control and manage the Company. No Member shall be an agent of any other Member of the Company solely by reason of being a Member.

4.3 POWERS OF MANAGERS. The Managers are authorized on the Company's behalf to make all decisions as to (a) the sale, development lease or other disposition of the Company's assets; (b) the purchase or other acquisition of other assets of all kinds; (c) the management of all or any part of the Company's

assets; (d) the borrowing of money and the granting of security interests in the Company's assets; (e) the pre-payment, refinancing or extension of any loan affecting the Company's assets; (f) the compromise or release of any of the Company's claims or debts; and, (g) the employment of persons, firms or corporations for the operation and management of the company's business. In the exercise of their management powers, the Managers are authorized to execute and deliver (a) all contracts, conveyances, assignments leases, sub-leases, franchise agreements, licensing agreements, management contracts and maintenance contracts covering or affecting the Company's assets; (b) all checks, drafts and other orders for the payment of the Company's funds; (c) all promissory notes, loans, security agreements and other similar documents; and, (d) all other instruments of any other kind relating to the Company's affairs, whether like or unlike the foregoing.

4.4 CHIEF EXECUTIVE MANAGER. The Chief Executive Manager shall have primary responsibility for managing the operations of the Company and for effectuating the decisions of the Managers.

4.5 NOMINEE. Title to the Company's assets shall be held in the Company's name or in the name of any nominee that the Managers may designate. The Managers shall have power to enter into a nominee agreement with any such person, and such agreement may contain provisions indemnifying the nominee, except for his willful misconduct.

4.6 COMPANY INFORMATION. Upon request, the Managers shall supply to any Member information regarding the Company or its activities. Each Member or his authorized representative shall have access to and may inspect and copy all books, records and materials in the Manager's possession regarding the Company or its activities. The exercise of the rights contained in this ARTICLE 4.6 shall be at the requesting Member's expense.

4.7 EXCULPATION. Any act or omission of the Managers, the effect of which may cause or result in loss or damage to the Company or the Members if done in good faith to promote the best interests of the Company, shall not subject the Managers to any liability to the Members.

4.8 INDEMNIFICATION. The Company shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a Member of the Company, Manager, employee or agent of the Company, or is or was serving at the request of the Company, against

expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Members determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of "no lo Contendere" or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonably believed to be in the best interest of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was lawful.

4.9 RECORDS. The Managers shall cause the Company to keep at its principal place of business the following:

- (a) a current list in alphabetical order of the full name and the last known street address of each Member;
- (b) a copy of the Certificate of Formation and the Company Operating Agreement and all amendments;
- (c) copies of the Company's federal, state and local income tax returns and reports, if any, for the three most recent years;
- (d) copies of any financial statements of the limited liability company for the three most recent years.

ARTICLE 5 **Compensation**

5.1 MANAGEMENT FEE. Any Manager rendering services to the Company shall be entitled to compensation commensurate with the value of such services.

5.2 REIMBURSEMENT. The Company shall reimburse the Managers or Members for all direct out-of-pocket expenses incurred by them in managing the Company.

ARTICLE 6 **Bookkeeping**

6.1 BOOKS. The Managers shall maintain complete and accurate books of account of the Company's affairs at the Company's principal place of business. Such books shall be kept on such method of accounting as the Managers shall select. The company's accounting period shall be the calendar year.

6.2 MEMBER'S ACCOUNTS. The Managers shall maintain separate capital and distribution accounts for each member. Each member's capital account shall be determined and maintained in the manner set forth in Treasury Regulation 1.704-1(b)(2)(iv) and shall consist of his initial capital contribution increased by:

- (a) any additional capital contribution made by him/her;
- (b) credit balances transferred from his distribution account to his capital account; and decreased by:
- (c) distributions to him/her in reduction of Company capital;
- (d) the Member's share of Company losses if charged to his/her capital account.

6.3 REPORTS. The Managers shall close the books of account after the close of each calendar year, and shall prepare and send to each member a statement of such Member's distributive share of income and expense for income tax reporting purposes.

ARTICLE 7

Transfers

7.1 ASSIGNMENT. If at any time a Member proposes to sell, assign or otherwise dispose of all or any part of his interest in the Company, such Member shall first make a written offer to sell such interest to the other Members at a price determined by mutual agreement. If such other Members decline or fail to elect such interest within thirty (30) days, and if the sale or assignment is made and the Members fail to approve this sale or assignment unanimously then, pursuant to Section 18-704(a) of the Delaware Limited Liability Company Act, the purchaser or assignee shall have no right to participate in the management of the business and affairs of the Company. The purchaser or assignee shall only be entitled to receive the share of the profits or other compensation by way of income and the return of contributions to which that Member would otherwise be entitled.

This Agreement can be signed in counterparts and when taken together each part will constitute the entire Agreement.

Signed and Agreed this Second day of December 1999.

Member *Kevin R. Kondas* Member *Mira Meltzer*
Kevin R. Kondas Mira Meltzer

Member *T. Robert Minton*
T. Robert Minton

PAGE 03

Listing of Capital Contributions
LIMITED LIABILITY COMPANY OPERATING AGREEMENT
FOR KM & ASSOCIATES INTERNATIONAL, LLC

CAPITAL CONTRIBUTIONS

Pursuant to ARTICLE 2, the Members' initial contribution to the Company capital is stated to be \$300.00 (Three Hundred US Dollars). The description and each individual portion of this initial contribution is as follows:

| | |
|----------------------|----------|
| Dz. Kevin R. Kondas | \$100.00 |
| Ms. Mira Meltzer | \$100.00 |
| Mr. T. Robert Minton | \$100.00 |

SIGNED AND AGREED this Second day of December, 1999.

Member *K.R. Kondas*
Kevin R. Kondas

Member *Mira Meltzer*
Mira Meltzer

Member *T. Robert Minton*
T. Robert Minton

KKC 015

Listing of Managers

LIMITED LIABILITY COMPANY OPERATING AGREEMENT FOR KM & ASSOCIATES INTERNATIONAL, LLC

LISTING OF MANAGERS

By a majority vote of the Members the following Managers were elected to operate the Company pursuant to ARTICLE 4 of the Agreement:

NAME:

ADDRESS:

Dr. Kevin R. Kondas
Chief Executive Manager

9431 Silver Oak Road
LaPlata, Maryland 20646

Ms. Mira Meltzer
Executive Manager

7848 Willowbrook Road
Fairfax, Virginia 22039

The above listed Manager(s) will serve in their capacities until they are removed for any reason by a majority vote of the Members as defined by ARTICLE 4 or upon their voluntary resignation.

Signed and Agreed this Second day of December, 1999.

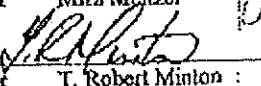
Member:


Kevin R. Kondas

Member:


Mira Meltzer

Member:


T. Robert Minton

Listing of Members

LIMITED LIABILITY COMPANY OPERATING AGREEMENT FOR KM & ASSOCIATES INTERNATIONAL, LLC

LISTING OF MEMBERS

As of the Second day of December, 1999 the following is a list of Members of the Company:

NAME:

Dr. Kevin R. Kondas

ADDRESS:

9431 Silver Oak Road
LaPlata, Maryland 20646
USA

Ms. Mira Meltzer

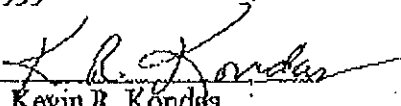
7848 Willowbrook Road
Fairfax, Virginia 22039
USA

Mr. T. Robert Minton

21 Giles Road, Lichfield,
Staffordshire. WS13 7JU
Great Britain.

Authorized by Member(s) to provide Member Listing as of this Second day of December, 1999

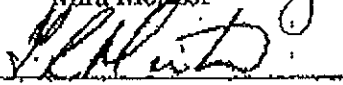
Member:


Kevin R. Kondas

Member:


Mira Meltzer

Member:


T. Robert Minton

SECRETARY OF STATE



LIMITED LIABILITY COMPANY CHARTER

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that CTL PROJECTS INTERNATIONAL, LLC did on January 11, 2007, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada. -

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 12, 2007.

A handwritten signature in dark ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

By

A handwritten signature in dark ink, appearing to read "A. Friesen".

Certification Clerk



SECRETARY OF STATE



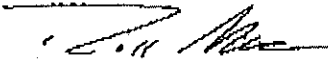
CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation sales, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

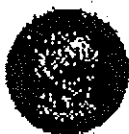
I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, CTL PROJECTS INTERNATIONAL, LLC, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 11, 2007, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 15, 2007.




ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20070115-0053
You may verify this electronic certificate
online at <http://secretaryofstate.biz/>



ROSS MILLER
Secretary of State
208 North Carson Street
Carson City, Nevada 89701-4299
(775) 884-5708
Website: secretaryofstate.biz

Articles of Organization Limited- Liability Company (PURSUANT TO NRS 80)

| | |
|--|---|
| Filed in the office of <i>[Signature]</i> Ross Miller Secretary of State State of Nevada | Document Number 20070022462-84 Filing Date and Time 01/11/2007 2:03 AM Entry Number E0018762007-0 |
|--|---|

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ADDITIONAL SPACE IS FOR OFFICE USE ONLY

| | | | |
|---|---|--|--|
| 1. Name of Limited- Liability Company: (Must contain approved limited liability company wording see instructions) | CTL PROJECTS INTERNATIONAL, LLC | | Check box if a Series Limited- Liability Company <input type="checkbox"/> |
| 2. Resident Agent Name and Street Address: (Must be a Nevada address where process may be served) | CSC SERVICES OF NEVADA, INC. Name 502 EAST JOHN STREET CARSON CITY Nevada 89706 (MANDATORY) Physical Street Address City State Zip Code (OPTIONAL) Mailing Address City State Zip Code | | |
| 3. Dissolution Date: (OPTIONAL see instructions) | Latest date upon which the company is to dissolve (if existence is not perpetual): | | |
| 4. Management: | Company shall be managed by <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Members (check only one box) | | |
| 5. Name and Address of each Manager or Managing Member: (attach additional pages if more than 3) | KEVIN R KONDAS Name PO BOX 1033 WHITE PLAINS MD 20695 Address City State Zip Code MIRA MRLTZER Name 7848 WILLOWBROOK ROAD FAIRFAX VA 22039 Address City State Zip Code T. ROBERT MINTON Name 21 GILES ROAD STAFFORDSHIRE XX WS137JU Address City State Zip Code | | |
| 6. Name, Address and Signature of Organizer: (attach additional pages if more than 1) | CSC SERVICES OF NEVADA, INC. Name Signature <i>[Signature]</i> 502 EAST JOHN STREET CARSON CITY NV 89706 Address City State Zip Code | | |
| 7. Certificate of Acceptance of Appointment of Resident Agent: | I hereby accept appointment as Resident Agent for the above named limited liability company. <input checked="" type="checkbox"/> <i>[Signature]</i> Authorized Signature of R.A. or On Behalf of R.A. Company Date 1/11/07 | | |

This form must be accompanied by appropriate fees.

Nevada Secretary of State Form LLC-AVS 2007
Revised on 01/01/07

KKC 020

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

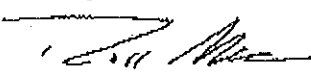
Filing Acknowledgement

January 11, 2007

| | | |
|---------------------------------|-------------------------------------|---------------------------------|
| Job Number | Limited Liability Company Number | |
| C20070111-2002 | E0018752007-0 | |
| Filing Description | Document Filing Number | Date/Time of Filing |
| Articles of Organization | 20070022452-84 | January 11, 2007 02:03:23 AM |
| Limited Liability Company Name | Resident Agent | |
| CTL PROJECTS INTERNATIONAL, LLC | CSC SERVICES OF NEVADA, INC. | |

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,


ROSS MILLER
Secretary of State

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

KKC 021



CORPORATION SERVICE COMPANY

RE: CTL PROJECTS INTERNATIONAL,
LLC

(a limited liability company formed under the laws of the State of Nevada)

STATEMENT OF RESIGNATION AND CONCLUDED PARTICIPATION

Solely for your convenience and to expedite the filing of the formation document for the above named company, CSC or one of its affiliates has caused the said formation document to be signed by our employee(s). We and our employee(s) do not have, and have never had, any other connection with the said company. The conclusion of our participation in this said company's formation is effective at the moment of the said company's formation. In the event that our signing results in our being regarded as a member and/or manager of the said company, this statement constitutes the resignation of our said employee(s) from those capacities effective at the moment of said company's formation.

Dated: 01/11/2007

By: Norma Hull

Norma Hull

Organizer/Authorized Person

KKC 022

THE COMPANY CORPORATION
www.corporate.com

The Company Corporation- Wilmington
Suite 400
2711 Centerville Road
Wilmington, DE 19808
800-877-4224
302-636-5440 (Fax)

Matter# Not Provided
Project Id :

Order# 268698-5
Order Date 10/11/2007

Entity Name : CTL PROJECTS INTERNATIONAL, LLC
Jurisdiction : NV-Secretary of State
Request for : Dissolution Filing
File# : EQ018752007-0
File date : 10/12/2007
Result : Filed

Ordered by DR. KEVIN KONDAS at DR. KEVIN KONDAS

Thank you for using TCC.

If you have any questions concerning this order, please feel free to contact us.

Michael White
mwhite1@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

STATE OF NEVADA



ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Filing Acknowledgement

October 12, 2007

Job Number
C20071012-1365

Limited Liability
Company Number
E0018752007-0

Filing Description

Document Filing
Number

Date/Time of Filing

Dissolution

20070697387-79

October 12, 2007 11:39:10
AM

Limited Liability Company Name

Resident Agent

CTL PROJECTS INTERNATIONAL, LLC CSC SERVICES OF NEVADA, INC.

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

KKC 024

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
*Deputy Secretary
for Commercial Recordings*

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

October 12, 2007

Job Number: C20071012-1365
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

| Document Number(s) | Description | Number of Pages |
|--------------------|----------------------------|------------------|
| 20070697387-79 | Certificate of Dissolution | 1 Pages/1 Copies |

Respectfully,

A handwritten signature of Ross Miller in black ink.

ROSS MILLER
Secretary of State

By

A handwritten signature of the Certification Clerk in black ink.

Certification Clerk



Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

KKC 025

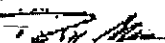
Oct-10-07 02:56P

P.03



ROSS MILLER
Secretary of State
205 North Carson Street
Carson City, Nevada 89701-4299
(775) 684-5700
WebSite: secretaryofstate.biz

**Dissolution of
Limited-Liability Company**
(PURSUANT TO NRS 88.531)

| | |
|--|---|
| Filed in the office of | Document Number |
|  | 20070687387-79 |
| Ross Miller Secretary of State State of Nevada | Filing Date and Time 10/12/2007 11:39 AM |
| | Entity Number E0018752007-0 |

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Dissolution
For a Nevada Limited-Liability Company
(Pursuant to NRS 88.531)**

1. Name of the limited-liability company:
CTL PROJECTS INTERNATIONAL LLC

2. The undersigned declare the following:

(a) All debts, obligations and liabilities have been paid and discharged or that adequate provision has been made therefor,

(b) All remaining property and assets have been distributed among its members in accordance with their respective rights and interests,

(c) There are no suits pending against the company in any court or that adequate provision has been made for the satisfaction of any judgment, order of decree which may be entered against it in any pending suit.

3. Signatures (must be signed by a manager, or if there is no manager by a member):

X 
Signature (manager or member)

FILING FEE: \$75.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

KKC 026